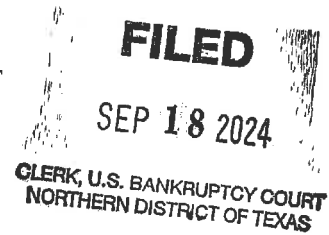


IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION



In re: §
WITH PURPOSE, INC., § Chapter 7
Debtor. § Case No. 23-30246-mvl-7
§

**JOINDER IN DEBTOR'S MOTION TO CONVERT
BANKRUPTCY CASE TO CHAPTER 11**

TO THE HONORABLE MICHELLE V. LARSON, U.S. BANKRUPTCY JUDGE:

COMES NOW Lynwood Partners LLC, a secured creditor and equity holder of the Debtor With Purpose, Inc. (the "Debtor") files this, its *Joinder in Debtor's Amended Motion to Convert Bankruptcy Case to Chapter 11 Pursuant to Section 706(a) of the Bankruptcy Code* (the "Conversion Motion") [Dkt. No. 275], as may be amended. Lynwood Partners LLC would respectfully show unto the court as follows:

1. Lynwood Partners LLC is a secured creditor of the Debtor, as a Series 2 Noteholder in the principal amount of \$200,000.00. Lynwood Partners LLC is also a shareholder of the Debtor.
2. Lynwood Partners LLC is directly affected by these proceedings and has proper standing to be heard with respect to the Conversion Motion.

Summary of Support for Conversion and Personal Knowledge

3. Lynwood Partners LLC believes that the Debtor is acting in good faith here and in the best interests of creditors and all equity holders. Lynwood Partners LLC has reviewed the Conversion Motion and the related documents and exhibits filed by the Debtor. Lynwood Partners LLC has reviewed and am familiar with the structure of the proposed plan in chapter 11 under the Restructuring Support Agreement.

4. Lynwood Partners LLC supports conversion to chapter 11, as it is the best course of action to maximize the recoveries for it, other creditors, and other equity holders. It appears that, based on Section 706(a) of the Bankruptcy Code, the Debtor is entitled to the conversion it requests. Lynwood Partners LLC joins in that request.

5. Further, Lynwood Partners LLC requests that, separate and apart from its support for the Conversion Motion and in the alternative, that this Court convert the case pursuant to Section 706(b) of the Bankruptcy Code. Conversion to chapter 11 will enable pursuit of what appear to be valuable litigation claims for the benefit of the bankruptcy estate.

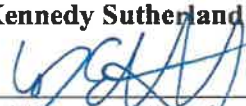
6. Conversion has overwhelming support of the creditors, as shown by the Restructuring Support Agreement. Lynwood Partners LLC knows of no logical reason to reject the creditors' desire to pursue a chapter 11. As a creditor and equity holder, Lynwood Partners LLC believes conversion represents the best path forward to maximized recovery in this case.

7. Lynwood Partners LLC respectfully requests that this Court grant the Conversion Motion, converting this case to chapter 11.

WHEREFORE, PREMISES CONSIDERED, Lynwood Partners LLC requests that the Conversion Motion be granted and for such other and further relief to which it is entitled.

Respectfully Submitted this 18th day of September 2024.

Kennedy Sutherland LLP



William "Dub" Sutherland, VI
Texas Bar No. 24063023
P.O. Box 12747
San Antonio, TX 78212-0747
(210) 228-9500
dsutherland@kslawllp.com

Counsel for Lynwood Partners LLC

CERTIFICATE OF SERVICE

I certify that on September 18, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.



William "Dub" Sutherland, VI